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XO Communications

December 19, 2003

2003 DEC 22 P 3: 23

111 East Broadway
Suite 1000
Salt Lake City, UT 84111
USALori Miller
Tariff Administrator
Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007AZ CORP. COM. COMMISSION
DOCUMENT CONTROL

T-03601A-98-0417

Dear Ms. Miller:

DEC #61373

XO Arizona, Inc. presents this letter to introduce two new promotions being offered to XO customers. XO would also like to extend our Free Month Contract Renewal Promotion and our Contract Renewal Promotion III which are set to expire on December 31, 2003 to run through May 31, 2004 and our XOption #7 and #16 promotions to run through September 30, 2004.

Looking Up Promotion

The Looking Up Promotion offers new Customers discounts on installation and Monthly Recurring Charges as described below. Those Customers who subscribe to a two or three year term commitment when ordering XOptions Number 7, 13, 15 or 16 or who subscribe to a one, two or three year term of Digital Switched T1 or Two-Way PRI services will receive the discounts as described below.

Digital Switched T1 Trunk

- 1 year term: 50% discount on installation and 5% discount on MRC
- 2 year term: Free installation and 10% discount on MRC
- 3 year term: Free installation and 15% discount on MRC

XOptions Numbers 7, 13, 15 or 16

- 2 year term: Free installation and 10% discount on MRC
- 3 year term: Free installation and 15% discount on MRC

Arizona Corporation Commission

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The Monthly Recurring Charge does not include sales, use, gross receipts, excise, access or other local, state and federal taxes, charges, user fees or surcharges. Should Customer terminate service prior to the end of the term commitment, Customer is responsible for all applicable early termination charges and the cost of the previously waived installation. This promotion cannot be combined with any other offer, promotion or individual case basis pricing arrangement. This promotion will expire on January 31, 2004.

XOptions Monthly Credit Promotion

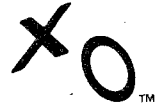
The XOptions Monthly Credit Promotion offers Customers meeting certain criteria a monthly credit, as described below, during the Customer's initial term of service.

In order to receive the credits offered in this promotion, Customers must sign up for a minimum two year term commitment, on or before March 31, 2004, for any of the following XOptions bundles #7 and #16.

Under this promotion, Customers will receive monthly credits as follows:

XOptions bundle
#7 and #16Monthly Credit
\$50.00

XO Communications, Inc.



Monthly credits will be applied per XOption bundle, with only one credit offered per bundle. Credits will be applied each month during the Customer's initial term of service only. This promotion will not apply to any renewal periods. If for any reason, the Customer fails to complete its initial term commitment, Company reserves the right to charge the Customer all amounts that Company credits under this promotion.

Except for the XOptions #7 and the XOptions #16 promotions, this promotion cannot be combined with any other promotions, individual case basis arrangements or other special offers.

If you have any further questions with regard to this notification, please do not hesitate to contact me at (801) 983-0013.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Collette Marthia', is written over a horizontal line.

Collette Marthia
Regulatory Analyst